

**DECLARATION OF JAY FLATT UNDER 28 U.S.C. § 1746**

1. My name is Jay Flatt. I am the Chief Financial Officer of CPF Senior Living Holdings, LLC, which is the parent company of Grace Management, Inc. I am making this Declaration in support of a Motion to Dismiss for Improper Venue or, in the Alternative, Motion to Transfer. I have personal knowledge of the facts set forth in this Declaration, and those facts are true and correct.

2. Grace Management, Inc. (hereafter, "Grace") is a Texas corporation with its principal place of business at 6900 Wedgwood Road N Suite 300, Maple Grove, Minnesota 55311. Grace does not maintain and has never maintained a place of business in the Eastern District of Texas. Grace does not have any employees in Texas. Grace has never owned, leased, rented, or developed any property within the Eastern District of Texas. Grace does not maintain and has never maintained a bank account in the Eastern District of Texas.

3. Grace did not do anything related to the project that is the subject of this lawsuit (the "Woodhaven Village Project") within the Eastern District of Texas. The Complaint does not allege that any of the underlying acts or omissions occurred in the Eastern District of Texas. I am not aware of any person who resides in the Eastern District of Texas who has any knowledge regarding the allegations made in the Complaint. Grace did not have any contact with Plaintiffs, nor did Grace have any awareness of Plaintiffs' purported connection to the Woodhaven Village Project, until after the lawsuit was filed.

4. Grace manages a facility called Collier Park at 4650 Collier Street, Beaumont, Texas 77706. The Collier Park facility is the only facility within the Eastern District of Texas that Grace manages. The Collier Park facility does not have any connection to the Woodhaven Village Project or to any of the allegations or activities discussed in the Complaint.

5. The Woodhaven Village Project is located in Conroe, Texas. All paper and electronic documents potentially relevant to this case that are in the possession of the Grace are located in its offices at 6900 Wedgwood Road N Suite 300, Maple Grove, Minnesota 55311. All potential witnesses associated with Grace are located in Minnesota.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on September 18, 2019

  
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Jay Flatt